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SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not (6-02) required to respond unless the form displays a currently valid OMB control number.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

ANT JOS SONO

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESSED

FORM D

JUL 2 1 2006 P

NOTICE OF SALE OF SECURATESON
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076

06046393

SEC USE ONLY
Prefix Serial

DATE RECEIVED

Name of Offering ([] check if this Limited Liability Company Member					
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] <u>Rule 50</u>	06 [] Section 4(6)	[] ULOE
Type of Filing: [X] New Filing []					
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1. Enter the information requeste	ed about the issue	F			The second of th
Name of Issuer ([] check if this i MP122030 L.L.C.	s an amendment a	and name has	changed, an	d indicate change.)	anta diplora in Administrações de la Particulação
Address of Executive Offices (N	umber and Street,	City, State, Zir	Code) Tele	phone Number (Inclu	udina
Area Code)	•	, ,	,		
55 East Thomas Road, Phoenix, Arizona	85012		(602)	287-3065	
Address of Principal Business C	perations (Numbe	r and Street, C	ity, State, Zi	p Code) Telephone N	Vumber
(Including Area Code)					
(if different from Executive Office	es)				
Brief Description of Business	and the second s	en de deserva en la como ser armonis de caração e forcer espara de region que en espara de region e force e de	and property and the second se	An area of a constituting from the constitution of the constitutio	
To make or acquire all or portions of	of commercial and re	esidential real es	tate loans ("I	oans") secured by real	estate,
initially, all such real estate shall be	located in Arizona,	although it may	hereafter dec	ide to make Loans sec	ured by
real estate in Colorado, California a	ind/or Nevada.				-
Type of Business Organization	and the second s	Agricus de Rolle de Stadoure (1904) de la 1904 (entre 1904) de 1904 (entre 1904)			and the production of the second of the seco
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[ ] oo boradon	[] limited partners	snip, aiready id	meu	[X] other (please spe Limited Liability Con	



Month Year

Actual or Estimated Date of Incorporation or

Organization:

[0][7] [0][6]

[X] Actual [ ] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction): [A][Z]

## GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption. a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A BASIC IDENTIFICATION DATA	Δ	RASIC	, IDEI	NTIFIC	ATION	LDATA
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- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of,
     10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter	[] Beneficial Owner	[] Executive Officer	[]	Director (X)	General and/or Managing Partner
Full Name (Last nam Mortgages Ltd.	e first, if Individu	al)		allan er o'r o'r ar ar bar	The second of th	
Business or Resident 55 East Thomas Road, Pho	•		, City, State, Zip Code	)	2000 (Maraka) <del>2000 (Maraka) (Maraka) (Maraka)</del>	The second secon
Check Box(es) that Apply:	[X] Promoter	[] Beneficial Owner	[X] Executive Officer	IJ	Director []	General and/or Managing Partner
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Full Name (Last nam Mike Denning			tank a tank a tank a da a tank a	and the second state	ang ang Militara, ing gang pigang pang ang ang ang ang ang ang ang ang ang	***************************************
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Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[]	Directo []	General and/o Managing Partner
Full Name (Last nam Christopher Olson	e first, if individu	ilal)				
Business or Residen 55 East Thomas Road, Ph			, City, State, Zip Code	)		
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				B. INF	ORMAT	ION AB	OUT OF	FERING				
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security Debt Equity	Aggregate Offering Price \$ N/A \$ N/A	Amount Aiready Sold \$ N/A \$ N/A
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ N/A \$ N/A \$500,000,000 \$500,000,000	\$ N/A \$ N/A \$ 0 \$ 0
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors	Number of Investors 0 N/A N/A	Aggregate Dollar Amount of Purchases \$ 0 \$ N/A \$ N/A
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security N/A N/A N/A N/A	Dollar Amount Sold \$ N/A \$ N/A \$ N/A \$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[X]	\$0
Printing and Engraving Costs	[X]	\$0 *
Legal Fees	X]	\$0 *
Accounting Fees	[X]	\$0
Engineering Fees	X]	\$0
Sales Commissions (specify finders' fees separately)	X]	\$0
Other Expenses (identify)	[X]	\$0
Total	[X]	\$0*

<sup>\*</sup>Initial offering expenses of approximately \$15,000 will be paid by the manager of the Issuer so that 100% of the offering proceeds will be available for investment in Loans. Such expenses will be reimbursed by the Issuer in 12 equal monthly installments, with interest at the rate of ten percent (10%) per annum.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ............

\$500,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, &	Payments To
	Affiliates	Others
Salaries and fees	[X] \$0 *	[X] \$0
Purchase of real estate  Purchase, rental or leasing and installation of machinery	[X] \$0	[X] \$0
and equipment	[X] \$0	[X] \$0
Construction or leasing of plant buildings and facilities	[X] \$0	[X] \$0
Acquisition of other businesses (including the value of		
securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[X] \$0	[X] \$0
pursuant to a merger)	D. a. d. o.	D (1 ft 6
Repayment of indebtedness	[X] \$0	[X] \$0
Working capital	[X] \$0	[X] \$0
Other (specify): purchase of Loans	[X] \$0	[X] \$500,000,000
	[X] \$0	[X] \$0
Column Totals	[X] \$0	[X] \$500,000,000
Total Payments Listed (column totals added)		[X] \$500,000,000 **

<sup>\*</sup>It is anticipated that subsequent operating expenses of the Issuer will be paid out of interest income or, to the extent necessary, from repayment of principal on the Loans. In addition, the Manager will receive a one-time organizational fee of \$15,000, which will be paid in 12 equal monthly installments.

<sup>\*\*</sup>Assuming the Maximum Offering is sold, although the offering may close upon the sale of a minimum of \$250,000 in Interests.

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type): Mortgages Ltd. Opportunity Fund MP12, L.L.C.,	Signature	Date 6/30/04
Name of Signer (Print or Type):	Title of Signer (Print or Type):	
Mortgages Ltd.	Manager	
By: Scott Coles		
Its: CEO		

# ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# APPENDIX

1	2 3				5					
	Intend to non-ac investors (Part B-	in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors		Yes	No	
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